

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: JOSEPH A. CANTAFIO

File No. 0200657

ORDER OF PROHIBITION

TO RESPONDENTS: Joseph A. Cantafio
 718 Concord Lane
 Barrington, Il 60010

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on December 30, 2004 which prohibited Joseph A. Cantafio (the "Respondent") from offering or selling securities in or from the State of Illinois until further order from the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondent is hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's Findings of Facts as follows:

1. Respondent Joseph A. Cantafio (hereinafter "Cantafio") at all relevant times herein was registered as a salesperson as an employee of firm Howe Barnes Investments, Inc. ("Howe Barnes"), until November 4, 1999; then in April 2000 Respondent applied for registration with One Financial Center Brokerage, Inc., a subsidiary of One Financial Center Inc. listing 718 Concord Lane, Barrington, Il 60010 as his residential address; but no U-5 was filed and the application terminated the same day.
2. One Financial Center, Inc., ("One Financial") was an Illinois corporation incorporated on December 7, 1998 and involuntarily dissolved on May 1, 2003

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(hereinafter "One Financial"), which maintained a business address at 311 South Wacker Drive, Suite 1950, Chicago, Illinois 60606.

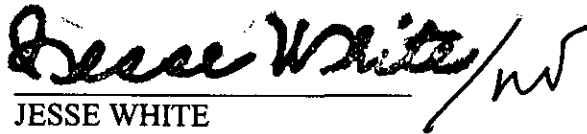
3. During September and October 1999, or thereabouts, Cantafio as a representative of One Financial, offered to sell at least one Illinois resident common shares of One Financial Center, Inc. Stock (par value .0001).
4. Subsequent to the foregoing offering, One Financial through Cantafio its representative on October 28, 1999, sold to at least one Illinois resident more than six thousand shares of One Financial Center, Inc. Stock (par value .0001)
5. The activities described in paragraphs 3, and 4 above constitute the offer and sale of common stock and therefore a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
6. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
7. The One Financial securities discussed at paragraph 5 were not registered with the Secretary of State prior to the sale of the Illinois resident(s).
8. Section 8 of the Act provides, inter alia, every Salesperson shall be registered as such with the Secretary of State; and, that subsection 8.C.(8) provides, inter alia, that any change which renders no longer accurate any information contained in any application for registration or re-registration shall be reported to the Secretary of State within 10 business days after the occurrence of such change.
9. Respondent Cantafio never reported to the Secretary of State his additional affiliation and interim change of affiliation from Howe Barnes to One Financial during the period September – October 1999, or thereafter.
10. Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
11. Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
12. By virtue of the foregoing, Respondent Cantafio has violated Sections 12.A and 12.D of the Act.

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NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondent Joseph A. Cantafio shall be and is hereby permanently PROHIBITED from offering or selling securities in this State of Illinois.

ENTERED: This 22nd day of April, 2005.

A handwritten signature in black ink, appearing to read "Jesse White", followed by a large, stylized flourish or mark.

JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Act. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative review Law, 735 ILCS 5/3-101 et seq. and the Rules and Regulations of the Illinois Securities Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.